

SANOFI INDIA LIMITED

Date of the AGM : 29th April 2015

Total number of shareholders on record date : 16520

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : 2

Public : 125

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group : Nil

Public : Nil

(Agenda-wise)

Detail of the Agenda :

(a) Resolution No. 1 – Adoption of financial statements of the Company for year ended 31st December 2014

Resolution required : (Ordinary / Special) - Ordinary

Mode of voting : (Show of hands / Poll / Postal Ballot / E-voting) – Poll / E-voting

Outcome – Resolution passed with requisite majority

(b) Resolution No. 2 – Approval and Confirmation of Interim Dividend and declaration of Final Dividend and Special One-time Dividend for year ended 31st December 2014

Resolution required : (Ordinary / Special) - Ordinary

Mode of voting : (Show of hands / Poll / Postal ballot / E-voting) – Poll / E-voting

Outcome – Resolution passed with requisite majority

(c) Resolution No. 3 – Appointment of M/s. S R B C & Co. LLP as Auditors

Resolution required : (Ordinary / Special) - Ordinary

Mode of voting : (Show of hands / Poll / Postal ballot / E-voting) – Poll / E-voting

Outcome – Resolution passed with requisite majority

SANOFI INDIA LIMITED



K. SUBRAMANI
COMPANY SECRETARY

- (d) Resolution No. 4 – **Appointment of Dr. S. Ayyangar as Director**
Resolution required : (Ordinary / Special) - **Ordinary**
Mode of voting : (Show of hands / Poll / Postal ballot / E-voting) – **Poll / E-voting**
Outcome – Resolution passed with requisite majority
- (e) Resolution No. 5 – **Appointment of Mr. F. Briens as Director**
Resolution required : (Ordinary / Special) - **Ordinary**
Mode of voting : (Show of hands / Poll / Postal ballot / E-voting) – **Poll / E-voting**
Outcome – Resolution passed with requisite majority
- (f) Resolution No. 6 – **Approval and ratification of remuneration payable to M/s. N. I. Mehta & Co., Cost Auditors**
Resolution required : (Ordinary / Special) - **Ordinary**
Mode of voting : (Show of hands / Poll / Postal ballot / E-voting) – **Poll / E-voting**
Outcome – Resolution passed with requisite majority
- (g) Resolution No. 7 – **Approval of material related transactions with sanofi – aventis Singapore Pte. Ltd.**
Resolution required : (Ordinary / Special) - **Special**
Mode of voting : (Show of hands / Poll / Postal ballot / E-voting) – **Poll / E-voting**
Outcome – Resolution passed with requisite majority

In case of Poll / Postal ballot / e-voting : Details given in the annexe

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

30th April 2015

SANOFI INDIA LIMITED



K. SUBRAMANI
COMPANY SECRETARY

Sanofi India Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:1 Adoption of financial statements of the Company for the year ended 31st December 2014							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	13909587	13904722	99.9650	13904722	0	100.0000	0.0000
Public Institutional Holders	6660005	2785356	41.8221	2785356	0	100.0000	0.0000
Public-Others	2461030	365300	14.8434	365300	0	100.0000	0.0000
Total(A)	23030622	17055378	74.0552	17055378	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	13909587	4865	0.0350	4865	0	100.0000	0.0000
Public Institutional Holders	6660005	80000	1.2012	80000	0	100.0000	0.0000
Public-Others	2461030	24359	0.9898	24159	200	99.1789	0.8211
Total(B)	23030622	109224	0.4743	109024	200	99.8169	0.1831
Result (A+B)	23030622	17164602	74.5295	17164402	200	99.9988	0.0012



SANOFI INDIA LIMITED

Subramani

K. SUBRAMANI
COMPANY SECRETARY

Sanofi India Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:2 Approval and confirmation of Interim Dividend and declaration of Final Dividend and Special One-time Dividend for the year ended 31st December 2014							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	13909587	13904722	99.9650	13904722	0	100.0000	0.0000
Public Institutional Holders	6660005	2785356	41.8221	2785356	0	100.0000	0.0000
Public-Others	2461030	365300	14.8434	365300	0	100.0000	0.0000
Total(A)	23030622	17055378	74.0552	17055378	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	13909587	4865	0.0350	4865	0	100.0000	0.0000
Public Institutional Holders	6660005	80000	1.2012	80000	0	100.0000	0.0000
Public-Others	2461030	24359	0.9898	24059	300	98.7684	1.2316
Total(B)	23030622	109224	0.4743	108924	300	99.7253	0.2747
Result (A+B)	23030622	17164602	74.5295	17164302	300	99.9983	0.0017



SANOFI INDIA LIMITED

K. Subramani

K. SUBRAMANI
COMPANY SECRETARY

Sanofi India Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:3 Appointment of M/s. S.R.B.C. & Co. LLP as Auditors							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	13909587	13904722	99.9650	13904722	0	100.0000	0.0000
Public Institutional Holders	6660005	2785356	41.8221	2785356	0	100.0000	0.0000
Public-Others	2461030	365300	14.8434	365300	0	100.0000	0.0000
Total(A)	23030622	17055378	74.0552	17055378	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	13909587	4865	0.0350	4865	0	100.0000	0.0000
Public Institutional Holders	6660005	80000	1.2012	0	80000	0.0000	100.0000
Public-Others	2461030	24359	0.9898	24159	200	99.1789	0.8211
Total(B)	23030622	109224	0.4743	29024	80200	26.5729	73.4271
Result (A+B)	23030622	17164602	74.5295	17084402	80200	99.5328	0.4672



SANOFI INDIA LIMITED

K. Surpamani

K. SURPAMANI
COMPANY SECRETARY

Sanofi India Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:4 Appointment of Dr. S. Ayyangar as Director							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	13909587	13904722	99.9650	13904722	0	100.0000	0.0000
Public Institutional Holders	6660005	2785356	41.8221	2784983	373	99.9866	0.0134
Public-Others	2461030	365300	14.8434	365300	0	100.0000	0.0000
Total(A)	23030622	17055378	74.0552	17055005	373	99.9978	0.0022
Mode of Voting: (Poll)							
Promoter and Promoter Group	13909587	4865	0.0350	4865	0	100.0000	0.0000
Public Institutional Holders	6660005	80000	1.2012	80000	0	100.0000	0.0000
Public-Others	2461030	24359	0.9898	24159	200	99.1789	0.8211
Total(B)	23030622	109224	0.4743	109024	200	99.8169	0.1831
Result (A+B)	23030622	17164602	74.5295	17164029	573	99.9967	0.0033



SANOFI INDIA LIMITED

K. Subramani

K. SUBRAMANI
Company Secretary

Sanofi India Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:5 Appointment of Mr. F. Briens as Director							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	13909587	13904722	99.9650	13904722	0	100.0000	0.0000
Public Institutional Holders	6660005	2785356	41.8221	2142753	642603	76.9292	23.0708
Public-Others	2461030	365300	14.8434	365300	0	100.0000	0.0000
Total(A)	23030622	17055378	74.0552	16412775	642603	96.2323	3.7677
Mode of Voting: (Poll)							
Promoter and Promoter Group	13909587	4865	0.0350	4865	0	100.0000	0.0000
Public Institutional Holders	6660005	80000	1.2012	80000	0	100.0000	0.0000
Public-Others	2461030	24359	0.9898	24159	200	99.1789	0.8211
Total(B)	23030622	109224	0.4743	109024	200	99.8169	0.1831
Result (A+B)	23030622	17164602	74.5295	16521799	642803	96.2551	3.7449



SANOFI INDIA LIMITED

Signature

K. SURESH KANTH
COMPANY SECRETARY

Sanofi India Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:6 Approval and ratification of remuneration payable to M/s. N. I. Mehta & Co., Cost Auditors							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	13909587	13904722	99.9650	13904722	0	100.0000	0.0000
Public Institutional Holders	6660005	2785356	41.8221	2785356	0	100.0000	0.0000
Public-Others	2461030	365100	14.8353	365100	0	100.0000	0.0000
Total(A)	23030622	17055178	74.0544	17055178	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	13909587	4865	0.0350	4865	0	100.0000	0.0000
Public Institutional Holders	6660005	80000	1.2012	80000	0	100.0000	0.0000
Public-Others	2461030	24359	0.9898	24059	300	98.7684	1.2316
Total(B)	23030622	109224	0.4743	108924	300	99.7253	0.2747
Result (A+B)	23030622	17164402	74.5286	17164102	300	99.9983	0.0017



SANOFI INDIA LIMITED

K. Subramanian

K. SUBRAMANIAN
COMPANY SECRETARY

Sanofi India Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:7 under Section 188 of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement – Approval of material related party transactions with sanofi-aventis Singapore Pte Ltd.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	13909587	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	6660005	2741578	41.1648	2741578	0	100.0000	0.0000
Public-Others	2461030	365300	14.8434	365099	201	99.9450	0.0550
Total(A)	23030622	3106878	13.4902	3106677	201	99.9935	0.0065
Mode of Voting: (Poll)							
Promoter and Promoter Group	13909587	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	6660005	80000	1.2012	80000	0	100.0000	0.0000
Public-Others	2461030	23979	0.9743	23779	200	99.1659	0.8341
Total(B)	23030622	103979	0.4515	103779	200	99.8077	0.1923
Result (A+B)	23030622	3210857	13.9417	3210456	401	99.9875	0.0125



SANOFI INDIA LIMITED

K. SUBRAMANIAM
COMPANY SECRETARY

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

To,
The Chairman
Sanofi India Limited
[CIN L24239MH1956PLC009794]
Sanofi House, CTS No.117-B, L&T Business Park,
Saki Vihar Road, Powai,
Mumbai -400072

Dear Sir,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-Voting and voting on Poll by your shareholders, at the Annual General Meeting of your Company held on Wednesday, 29th April 2015 at 2:30 p.m.

Please find enclosed, our Report in three parts as listed below:

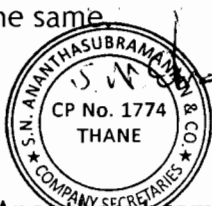
Section I - Consolidated Results of e-Voting & Poll

Section II - Report of Poll Results at the AGM in the prescribed format

Section III - Report of the Scrutinizer on e-Voting

Our Report on e-Voting is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) Limited (CDSL) and our Report on Voting on the Poll is based on the data provided / authenticated by your Registrar and Share Transfer Agent.

We trust you will find our Report to be comprehensive and self-explanatory in all respects. We will, however, be happy to answer your queries, if any, on the same



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited**

**S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES**

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

SECTION - I

Consolidated Results

*Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited*

**S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES**

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Based on Results of e-Voting & Poll at the Annual General Meeting held on Wednesday, 29th April 2015 at 2:30 a.m., Consolidated Results of each Item on the Agenda as set out in the Notice dated 09th March, 2015 is annexed herewith.

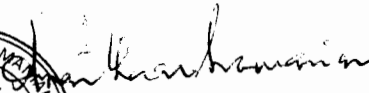

Consolidated Results of Item No. 1 - Ordinary Resolution

Subject	Adoption of Balance Sheet, Statement of Profit and Loss, Directors Report, and Auditors Report for the year ended 31 st December, 2014.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	1,70,55,378	1,09,024	1,71,64,402	100.00
Dissent	0	200	200	0.00
Total	1,70,55,378	1,09,224	1,71,64,602	100.00

Accordingly, out of a total of 1,71,64,602 valid votes cast via e-Voting and Poll, 1,71,64,402 votes were cast **ASSENTING** to the **Ordinary Resolution** constituting 100.00 % of the votes polled; 200 votes were cast **DISSENTING** to the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of the Notice dated 9th March 2015, is passed with requisite majority.

S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

*Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited*

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Consolidated Results of Item No. 2 - Ordinary Resolution

Subject	Approval and confirmation of Interim Dividend and declaration of Final Dividend and Special One-time Dividend for the year ended 31 st December 2014.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	1,70,55,378	1,08,924	1,71,64,302	100.00
Dissent	0	300	300	0.00
Total	1,70,55,378	1,09,224	1,71,64,602	100.00

Accordingly, out of a total of **1,71,64,602** valid votes cast via e-Voting and Poll, **1,71,64,302** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00 %** of the votes polled; **300** votes were cast **DISSENTING** to the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of the Notice dated 9th March 2015, is passed with requisite majority.



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited**

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

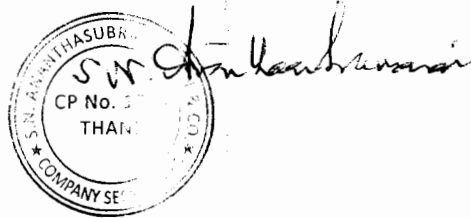
Consolidated Results of Item No. 3 - Ordinary Resolution

Subject	Appointment of M/s. S.R.B.C. & Co. LLP as Auditors
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	1,70,55,378	29,024	1,70,84,402	99.53
Dissent	0	80,200	80,200	0.47
Total	1,70,55,378	1,09,224	1,71,64,602	100.00

Accordingly, out of a total of **1,71,64,602** valid votes cast via e-Voting and Poll, **1,70,84,402** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.53 %** of the votes polled; **80,200** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.47 %** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of the Notice dated 9th March 2015, is passed with requisite majority.



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

*Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited*

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Consolidated Results of Item No. 4 - Ordinary Resolution

Subject	Appointment of Dr. S. Ayyangar as a Director of the company.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	1,70,55,005	1,09,024	1,71,64,029	100.00
Dissent	373	200	573	0.00
Total	1,70,55,378	1,09,224	1,71,64,602	100.00

Accordingly, out of a total of 1,71,64,602 valid votes cast via e-Voting and Poll, 1,71,64,029 votes were cast **ASSENTING** to the **Ordinary Resolution** constituting 100.00 % of the votes polled; 573 votes were cast **DISSENTING** to the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of the Notice dated 9th March 2015, is passed with requisite majority.



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited**

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Consolidated Results of Item No. 5 - Ordinary Resolution

Subject	Appointment of Mr. F. Briens as a Director of the Company.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	1,64,12,775	1,09,024	1,65,21,799	96.26
Dissent	6,42,603	200	6,42,803	3.74
Total	1,70,55,378	1,09,224	1,71,64,602	100.00

Accordingly, out of a total of 1,71,64,602 valid votes cast via e-Voting and Poll, 1,65,21,799 votes were cast **ASSENTING** to the Ordinary Resolution constituting **96.26 %** of the votes polled; 6,42,803 votes were cast **DISSENTING** to the Ordinary Resolution constituting **3.74 %** of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice dated 9th March 2015, is passed with requisite majority.



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited**

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Consolidated Results of Item No. 6 - Ordinary Resolution

Subject	Approval and ratification of remuneration payable to M/s. N. I. Mehta & Co., Cost Auditors.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	1,70,55,178	1,08,924	1,71,64,102	100.00
Dissent	0	300	300	0.00
Total	1,70,55,178	1,09,224	1,71,64,402	100.00

Accordingly, out of a total of 1,71,64,402 valid votes cast via e-Voting and Poll, 1,71,64,102 votes were cast **ASSENTING** to the **Ordinary Resolution** constituting 100.00 % of the votes polled; 300 votes were cast **DISSENTING** to the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 6 of the Notice dated 9th March 2015, is passed with requisite majority.



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

*Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited*

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Consolidated Results of Item No. 7 - Special Resolution

Subject	Approval of material related party transactions with sanofi-aventis Singapore Pte Ltd. under Section 188 of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	31,06,677	1,03,779	32,10,456	99.99
Dissent	201	200	401	0.01
Total	31,06,878	1,03,979	32,10,856	100.00

Note : None of the Related parties have voted on this resolution.

Accordingly, out of a total of **32,10,856** valid votes cast via e-Voting and Poll, **32,10,456** votes were cast **ASSENTING** to the **Special Resolution** constituting **99.99 %** of the votes polled; **401** votes were cast **DISSENTING** to the **Special Resolution** constituting **0.01 %** of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 7 of the Notice dated 9th March 2015, is passed with requisite majority.



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

*Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited*

**S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES**

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

SECTION - II

Poll Results

*Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited*

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

FORM No. MGT-13

Report of Scrutinizer(s)

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman
Sanofi India Limited
[CIN L24239MH1956PLC009794]
Sanofi House, CTS No.117-B, L&T Business Park,
Saki Vihar Road, Powai,
Mumbai- 400072

AGM held on : Wednesday, 29th April, 2015 at 2:30 p.m.

Dear Sir,

I, S.N.ANANTHASUBRAMANIAN, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of Sanofi India Limited held on Wednesday, 29th April, 2015 at 2:30 p.m., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, **two** ballot boxes kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s Link Intime India Pvt. Ltd., Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited**



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3. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll for each item on the agenda are Resolution wise annexed to this report.
5. Soft copy of the List of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.
6. The poll papers and all other relevant records have been duly handed over to the Company Secretary for keeping in safe record.



S.N.Ananthasubramanian

Date : 29th April, 2015

Place : Thane

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Item No. 1 - Ordinary Resolution

Adoption of Balance Sheet, Statement of Profit and Loss, Directors' Report, and Auditors Report for the year ended 31st December, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
67	1,09,024	99.82

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
2	200	0.18

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



S.N. Ananthasubramanian

S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
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Item No. 2 - Ordinary Resolution

Approval and confirmation of Interim Dividend and declaration of Final Dividend and Special One-time Dividend for the year ended 31st December 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
66	1,08,924	99.73

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
3	300	0.27

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

*Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited*

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Item No. 3 - Ordinary Resolution

Appointment of M/s. S.R.B.C. & Co. LLP as Auditors.

(i) Voted in favour of the resolution:

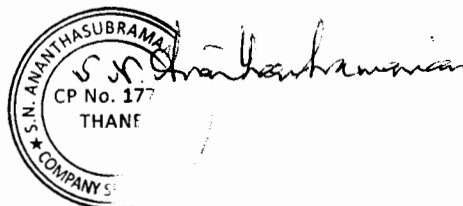
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
65	29,024	26.57

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
4	80,200	73.43

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

*Report of Scrutinizer on e-Voting & Poll by Shareholders of
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Item No. 4 - Ordinary Resolution

Appointment of Dr.S.Ayyangar as a Director of the company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
67	1,09,024	99.82

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
2	200	0.18

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited**

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No. 5 - Ordinary Resolution

Appointment of Mr.F.Briens as a Director of the company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
67	1,09,024	99.825

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
2	200	0.18

(iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



S.N.Ananthasubramanian

Date : 29th April, 2015

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
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Item No. 6 - Ordinary Resolution

Approval and ratification of remuneration payable to M/s. N. I. Mehta & Co., Cost Auditors.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
66	1,08,924	99.73

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
3	300	0.27

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



S.N.Ananthasubramanian

Date : 29th April, 2015

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited**

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Item No.7 - Special Resolution

Approval of material related party transactions with sanofi-aventis Singapore Pte Ltd. under Section 188 of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
64	1,03,779	99.81

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
2	200	0.19

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0

Note : None of the Related parties have voted on this resolution.



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
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SECTION - III

e-Voting Results

*Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited*

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1. In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on 9th March, 2015 to the e-Voting process for passing the items on the agenda as contained in the Notice dated 9th March 2015.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the purpose of e-Voting, the Company completed dispatch of the Notice of e-Voting;
 - by email to **6,047** Members who had registered their email-ids with the Company, on **30.03.2015** ; and
 - by Courier to **10,159** Members in physical form, on **31.03.2015**
3. In terms of the aforesaid Notice, e-Voting was open for three days from **9.00 a.m. on Thursday, 23rd April, 2015 TO 5.00 p.m. on Saturday, 25th April, 2015** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on e-Voting platform provided by CDSL.
4. The Voting rights were reckoned as on **Friday, 20th March, 2015**, being the Cut-off date for the purpose of e-Voting.

*Report of Scrutinizer on e-Voting & Poll by Shareholders of
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5. As required in the Rules, I unlocked the e-Voting on the platform provided by CDSL after the completion of the e-Voting process at **5.00 p.m. on Saturday, 25th April, 2015**, in the presence of Ms. Janvhi Sakpal and Ms. Uttara Deherkar.
6. Based on the results made available to me, **52** members have cast their votes on the e-Voting platform and I have annexed with this Report, a summary of the e-Voting Results for each of the agenda items contained in the said Notice.



S.N. Ananthasubramanian

Date : 29th April, 2015

Place : Thane

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SUMMARY OF E-VOTING RESULTS

EVSN Reference No.150312001

Voting Start Date : 23/04/2015 09:00 AM

Voting End Date : 25/04/2015 05:00 PM

Item on the Agenda	Voted in Favour		Voted Against		Abstained	
	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes
1	52	1,70,55,378	-	0	-	
2	52	1,70,55,378	-	0	-	
3	52	1,70,55,378	-	0	-	
4	51	1,70,55,005	1	373	-	
5	35	1,64,12,775	17	6,42,603	-	
6	51	1,70,55,178	-	-	1	200
7 *	48	31,06,677	2	201	2	1,39,48,500

* Note : None of the Related parties have voted on this resolution.



S.N.Ananthasubramanian

Date : 29th April, 2015

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of
Sanofi India Limited**